

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
GLOBAL EAGLE ENTERTAINMENT	:	Case No. 20-11835 (JTD)
INC., <i>et al.</i> , ¹	:	
	:	(Jointly Administered)
Debtors.	:	
	:	Re: Docket No.

**ORDER SUSTAINING PLAN ADMINISTRATOR’S SEVENTH
OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE)**

Upon the objection (the “**Objection**”)² of Alvarez & Marsal North America, LLC, as plan administrator (the “**Plan Administrator**”) for the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) to the Disputed Claims set forth on Schedules 1, 2, 3, and 4 hereto, all as more fully set forth in the Objection; and this Court having reviewed the Objection; and this Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Objection in this district is proper

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number are: Global Eagle Entertainment Inc. (7800), Airline Media Productions, Inc. (2314), Emerging Markets Communications, LLC (0735), Entertainment in Motion, Inc. (3908), Global Eagle Entertainment Operations Solutions, Inc. (3375), Global Eagle Services, LLC (7899), Global Eagle Telecom Licensing Subsidiary LLC (2547), IFE Services (USA), Inc. (2120), Inflight Productions USA Inc. (8493), Maritime Telecommunications Network, Inc. (9974), MTN Government Services, Inc. (6069), MTN International, Inc. (8559), MTN License Corp. (0314), N44HQ, LLC (0570), Post Modern Edit, Inc. (6256), Row 44, Inc. (2959), and The Lab Aero, Inc. (9831). The Debtors’ address is 1821 E. Dyer Road, Suite 125, Santa Ana, California 92705.

² Capitalized terms used but not otherwise defined herein have the same meanings ascribed to such terms in the Objection.

pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Objection has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and this Court having determined that there is good and sufficient cause for the relief granted in this Order, therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Objection is GRANTED, as set forth herein.
2. Any response to the Objection not otherwise withdrawn, resolved, or adjourned is hereby overruled on its merits.
3. The No Liability Claims listed on the attached Schedule 1 are disallowed and expunged in their entirety.
4. The Reclassified Claims listed on the attached Schedule 2 are hereby modified and reclassified to the amounts and classification status set forth on Schedule 2.
5. The Reduce and Allow Claims listed on the attached Schedule 3 are hereby reduced and allowed in the amounts set forth on Schedule 3.
6. The Reduce and Reclassify Claims listed on the attached Schedule 4 are hereby reduced and reclassified to the amounts and classification status set forth on Schedule 4.
7. This Order shall be deemed a separate order with respect to each of the Disputed Claims identified on Schedules 1, 2, 3, and 4 hereto. Any stay of this Order pending appeal by any of the claimants whose Disputed Claim(s) are subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability or finality of this Order with respect to the other contested matters listed in the Objection or this Order.
8. The Plan Administrator, the Debtors, and Prime Clerk are authorized to take all actions necessary and appropriate to give effect to this Order.

9. Prime Clerk is authorized to modify the Claims Register to comport with the relief granted by this Order.

10. Nothing in this Order or the Objection is intended or shall be construed as a waiver of any of the rights the Plan Administrator may have to enforce rights of setoff against the claimants.

11. Nothing in the Objection or this Order shall be deemed or construed: (a) as an admission as to the validity of any Claim or Interest against the Debtors; (b) as a waiver of the Plan Administrator's rights to dispute or otherwise object to any Claim or Interest on any grounds or basis; (c) to waive or release any right, claim, defense, or counterclaim of the Debtors, or to estop the Plan Administrator from asserting any right, claim, defense, or counterclaim; (d) as an approval or assumption of any agreement, contract, or lease, pursuant to section 365 of the Bankruptcy Code; or (e) as an admission that any obligation is entitled to administrative expense priority or any such contract or agreement is executory or unexpired for purposes of section 365 of the Bankruptcy Code or otherwise.

12. The terms and conditions of this Order shall be immediately enforceable and effective upon its entry.

13. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

SCHEDULE 1

No Liability Claims

Global Eagle Entertainment Inc. 20-11835 (JTD)
No Liability Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
1	INTELSAT US LLC ATTN: AARON SHOURIE 7900 TYSON ONE PLACE MCLEAN, VA22102	11/6/2020	Emerging Markets Communications, LLC	427	\$ 8,060,812.64	Certain Executory Contracts with this party were assumed and assigned to the Purchaser in connection with the closing of the Sale Transaction pursuant to agreement by the Debtors and this party. Pursuant to such agreement, the Purchaser will pay all agreed-upon amounts on an agreed schedule, which will resolve this claim. As a result, the Debtors are seeking to disallow and expunge this claim.
TOTAL					\$ 8,060,812.64	

SCHEDULE 2

Reclassified Claims

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Global Eagle Entertainment Inc. 20-11835 (JTD)
Reclassified Claims

		ASSERTED			CORRECTED				
NAME	CLAIM#	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT		
1 PIVOT TECHNOLOGY SERVICES CORP ATTN: MATT YATES 15461 SPRINGDALE ST HUNTINGTON BEACH, CA 92649	284	Emerging Markets Communications, LLC	503(b)(9)	\$105,372.55	Emerging Markets Communications, LLC	503(b)(9)	\$102,811.45		
		Emerging Markets Communications, LLC	Unsecured	\$87,979.93	Emerging Markets Communications, LLC	Unsecured	\$90,541.03		
		Subtotal			\$193,352.48	Subtotal			\$193,352.48
		Reason: Invoice I40-00101464 and I40-00101465 are outside of the 20 day period for purposes of section 503(b)(9) of the Bankruptcy Code.							
Claim also asserts tax amounts which are not entitled to priority for purposes of section 503(b)(9) of the Bankruptcy Code.									
2 PIVOT TECHNOLOGY SERVICES CORP ATTN MATT YATES 15461 SPRINGDALE ST HUNTINGTON BEACH, CA 92649	295	Maritime Telecommunications Network, Inc.	503(b)(9)	\$1,312.84	Maritime Telecommunications Network, Inc.	503(b)(9)	\$1,226.94		
					Maritime Telecommunications Network, Inc.	Unsecured	\$85.90		
						Subtotal	\$1,312.84		
		Reason: Claim asserts \$85.90 of taxes which are not entitled to priority treatment for purposes of section 503(b)(9) of the Bankruptcy Code.							
3 PROSYS INFORMATION SYSTEMS INC ATTN: MATT YATES 15461 SPRINGDALE ST HUNTINGTON BEACH, CA 92649	288	Global Eagle Entertainment Inc.	503(b)(9)	\$32,431.58	Global Eagle Entertainment Inc.	503(b)(9)	\$30,292.94		
		Global Eagle Entertainment Inc.	Unsecured	\$60,817.63	Global Eagle Entertainment Inc.	Unsecured	\$62,956.27		
		Subtotal			\$93,249.21	Subtotal			\$93,249.21
		Reason: Invoice I22-00053332 asserts \$1,182.80 of taxes which are not entitled to priority treatment for purposes of section 503(b)(9) of the Bankruptcy Code.							
Invoice I22-00054993 asserts \$955.84 of taxes which are not entitled to priority treatment for purposes of section 503(b)(9) of the Bankruptcy Code.									
4 PROSYS INFORMATION SYSTEMS INC ATTN: MATT YATES 15641 SPRINGDALE ST HUNTINTON BEACH, CA 92649	289	Emerging Markets Communications, LLC	503(b)(9)	\$57,932.13	Maritime Telecommunications Network, Inc.	503(b)(9)	\$49,868.13		
					Emerging Markets Communications, LLC	Unsecured	\$8,064.00		
						Subtotal	\$57,932.13		
		Reason: Claim includes \$8,064.00 for annual platinum support services which is not considered a “good” for purposes of section 503(b)(9) of the Bankruptcy Code.							
TOTAL				\$ 345,846.66	TOTAL			\$ 345,846.66	

SCHEDULE 3

Reduce and Allow Claims

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Global Eagle Entertainment Inc. 20-11835 (JTD)
Reduce and Allow Claims

NAME	CLAIM#	ASSERTED			CORRECTED		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1 BMG RIGHTS MANAGEMENT (US) LLC GERARD FOX LAW, P. C. OLGA VINER, ESQ. 1880 CENTURY PARK EAST, SUITE 1410 LOS ANGELES, CA 90067	426	Global Eagle Entertainment Inc.	Unsecured	\$3,607,864.00*	Global Eagle Entertainment Inc.	Unsecured	\$3,607,864.00
Reason: Debtors' books and records reflect the liquidated value of the filed claim.							
2 IMG MEDIA, LTD. ATTN: JIM VON DER HEYDT BENESCH FRIEDLANDER 200 PUBLIC SQUARE #2300 CLEVELAND, OH 44114	428	Airline Media Productions Inc.	Unsecured	\$12,108.80*	Airline Media Productions Inc.	Unsecured	\$0.00
Reason: Claim is substantively duplicative of claim #442 included on this exhibit.							
3 IMG MEDIA, LTD. BENESCH FRIEDLANDER COPLAN & ARONOFF LLP ATTN: JIM VON DER HEYDT 200 PUBLIC SQUARE #2300 CLEVELAND, OH 44114	440	Inflight Productions USA, Inc.	Unsecured	\$15,374.00*	Inflight Productions USA, Inc.	Unsecured	\$0.00
Reason: Claim is substantively duplicative of claim #442 included on this exhibit.							
4 IMG MEDIA, LTD. BENESCH FRIEDLANDER COPLAN & ARONOFF LLP ATTN: JIM VON DER HEYDT 200 PUBLIC SQUARE #2300 CLEVELAND, OH 44114	442	Global Eagle Entertainment Inc.	Unsecured	\$95,583.20	Global Eagle Entertainment Inc.	Unsecured	\$30,890.80
Reason: Debtor's books and records reflect a liquidated claim value of \$30,890.80.							
5 TMF GROUP B.V. LANDIS RATH & COBB LLP ADAM G. LANDIS, NICOLAS E. JENNER 919 MARKET STREET, SUITE 1800 WILMINGTON, DE 19801	465	Global Eagle Entertainment Inc.	Unsecured	\$403,953.45*	Global Eagle Entertainment Inc.	Unsecured	\$180,474.86
Reason: Debtor's books and records reflect a liquidated claim value of \$180,474.86.							

* Indicates claim contains unliquidated and/or undetermined amounts

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Global Eagle Entertainment Inc. 20-11835 (JTD)
Reduce and Allow Claims

ASSERTED						CORRECTED		
NAME	CLAIM#	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT	
6 TRANS WORLD INTERNATIONAL, LLC BENESCH FRIEDLANDER COPLAN & ARONOFF ATTN: VON DER HEYDT 200 PUBLIC SQUARE #2300 CLEVELAND, OH 44114	439	Airline Media Productions Inc.	Unsecured	\$161,950.00*	Airline Media Productions Inc.	Unsecured	\$0.00	
Reason: Claim is substantively duplicative of claim #441 included on this exhibit.								
7 TRANS WORLD INTERNATIONAL, LLC BENESCH FRIEDLANDER COPLAN & ARONOFF LLP ATTN: JIM VON DER HEYDT 200 PUBLIC SQUARE #2300 CLEVELAND, OH 44114	441	Global Eagle Entertainment Inc.	Unsecured	\$934,619.01	Global Eagle Entertainment Inc.	Unsecured	\$593,369.01	
Reason: Debtor's books and records reflect a liquidated claim value of \$593,369.01.								
8 TRANS WORLD INTERNATIONAL, LLC BENESCH FRIEDLANDER COPLAN & ARONOFF LLP ATTN: JIM VON DER HEYDT 200 PUBLIC SQUARE #2300 CLEVELAND, OH 44114	443	Maritime Telecommunications Network, Inc.	Unsecured	\$612,631.01	Maritime Telecommunications Network, Inc.	Unsecured	\$0.00	
Reason: Claim is substantively duplicative of claim #441 included on this exhibit.								
9 TRANS WORLD INTERNATIONAL, LLC BENESCH FRIEDLANDER COPLAN & ARONOFF LLP ATTN: JIM VON DER HEYDT 200 PUBLIC SQUARE #2300 CLEVELAND, OH 44114	445	Inflight Productions USA, Inc.	Unsecured	\$32,214.00*	Inflight Productions USA, Inc.	Unsecured	\$0.00	
Reason: Claim is substantively duplicative of claim #441 included on this exhibit.								
TOTAL				\$ 5,876,297.47*	TOTAL		\$ 4,412,598.67	

* Indicates claim contains unliquidated and/or undetermined amounts

SCHEDULE 4

Reduce and Reclassify Claims

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Global Eagle Entertainment Inc. 20-11835 (JTD)
Reduce and Reclassify

ASSERTED					CORRECTED			
NAME	CLAIM#	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT	
1	AMERICAN AIRLINES, INC. DONALD E. BROADFIELD, JR., DIRECTOR & SR. ATTORNEY P.O. BOX 619616 MD 8B503 DFW AIRPORT, TX75261	473	Global Eagle Entertainment Inc.	Secured	\$1,546,465.76	Global Eagle Entertainment Inc.	Unsecured	\$1,326,049.72
Reason: Invoice #103878 has been partially paid by wire #124314 dated 6/19/20 and wire #7722 dated 7/21/20.								
Claim for partner marketing is not entitled to secured status under the Bankruptcy Code.								
2	CALIFORNIA DEPARTMENT OF TAX AND FEE ADMINISTRATION PO BOX 942879 SACRAMENTO, CA 94279-0055	618	Row 44, Inc.	Priority	\$1,713,467.00*	Row 44, Inc.	Unsecured	\$67,913.44
Reason: Debtor's books and records for the tax period 10/1/13 through 9/30/16 reflect a general unsecured claim value of \$67,913.44 for sales and use taxes.								
TOTAL		\$ 3,259,932.76*			TOTAL		\$ 1,393,963.16	

* Indicates claim contains unliquidated and/or undetermined amounts